

DECLARATION AND NOTICE OF POOLED UNIT

ARTHUR WARYCK UNIT

This Declaration and Notice of Pooled Unit is executed to be effective as of January 14, 2010, by the undersigned parties, who are the owners in some or all of the interest in the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who are the owners of an interest in the oil and gas estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name:** The pooled unit created hereby shall be known as the "**Arthur Waryck Unit**" ("the Unit").
3. **Description of Unit:** The Unit shall consist of **384.50 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit.
4. **Effect of Pooled Unit:** The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend: The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Marshall and Wetzel Counties, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts: This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel



Statoil USA Onshore Properties Inc.

By: 
M.K. Williams – Land Manager – Onshore Gas



CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
) SS:
 COUNTY OF Oklahoma)

On this, the 14th day of January, 20 10, before me Rebecca L. Henderson, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 3/20/10
 Signature/Notary Public: Rebecca L. Henderson
 Name/Notary Public (print): Rebecca L. Henderson

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
 COUNTY OF HARRIS)

On this, the 15 day of JANUARY, 20 10, before me PAUL A. TAIZANTO, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 4.25.2013
 Signature/Notary Public: Paul A. Taizanto
 Name/Notary Public (print): PAUL A. TAIZANTO

This document prepared by:
 Chesapeake Appalachia, LLC
 6100 N. Western Avenue
 P.O. Box 18496
 Oklahoma City, OK 73118

Exhibit "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit effective January 14, 2010

ARTHUR WARYCK UNIT
Wetzel County and Marshall County, West Virginia

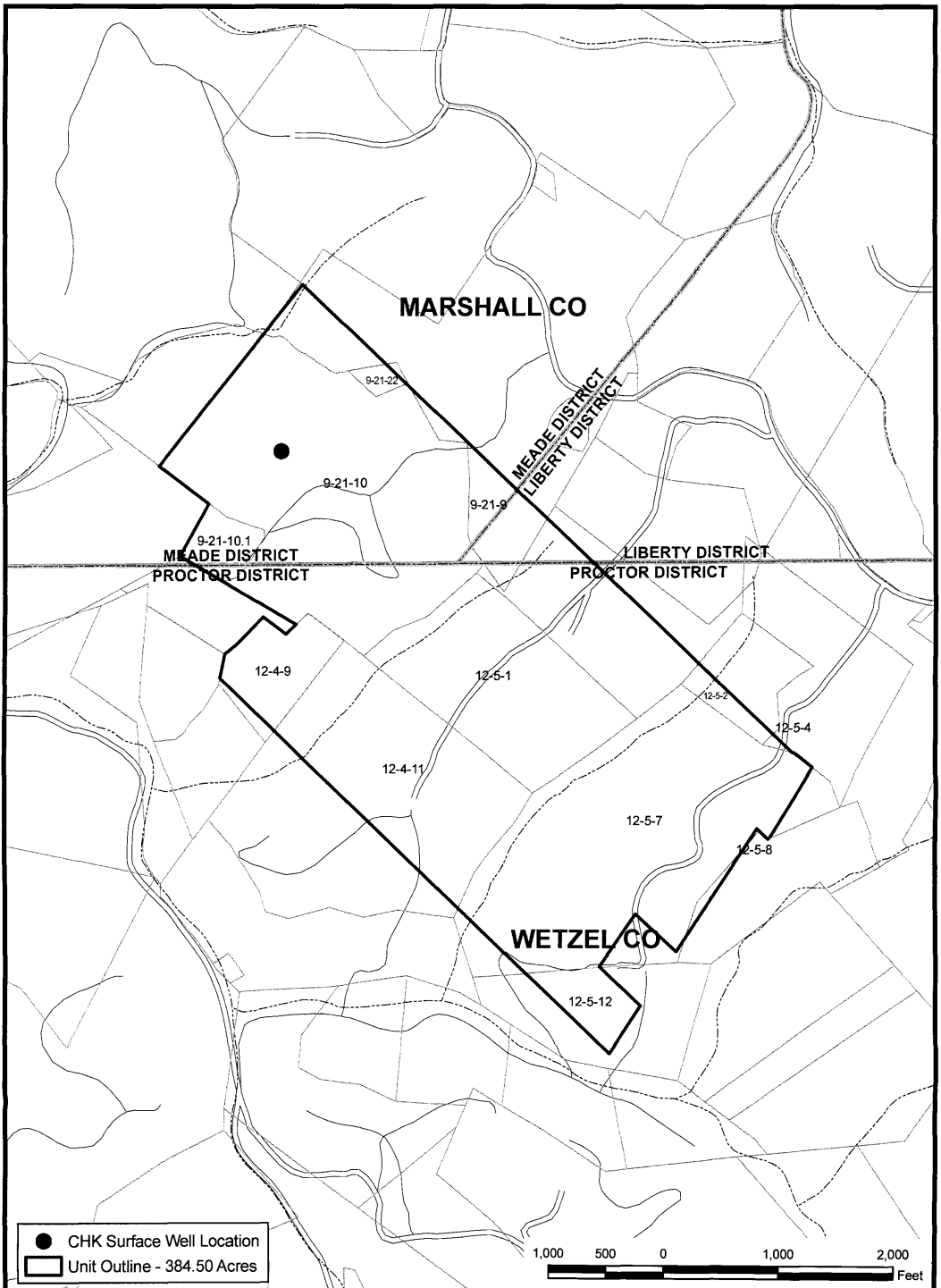
LEASE NUMBER	LEASE NAME	LEASE DATE	RECORDING INFO	COUNTY	UNITIZED TAX ID NUMBERS
1-225838-000	CAROLYN J MCCLELLAND	1/22/2005	Book 84A Page 361	Wetzel	12-4-11
1-226342-001	O E BURGE	4/22/2005	Book 84A Page 601	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-002	EARL R LENDON	4/22/2005	Book 84A Page 585	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-003	JANET B LONG	5/10/2006	Book 86A Page 196	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-004	MYRL E WARNER	4/22/2005	Book 84A Page 701	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-005	ARTHUR J POWELL	5/6/2006	Book 87A Page 391	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-006	HOMER L SIMMONS	4/22/2005	Book 87A Page 703	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-007	HELEN M RENINGER	4/22/2005	Book 84A Page 687	Wetzel	12-5-2, 12-5-7, 12-5-8
1-226342-008	ANITA DIANE ANTILL	5/26/2006	Book 86A Page 510	Wetzel	12-5-2, 12-5-7, 12-5-8
1-231771-001	PAUL F HAMMERS	6/24/2006	Book 86A Page 504	Wetzel	12-5-1
1-231771-002	JACK R HAMMERS	6/30/2006	Book 86A Page 502	Wetzel	12-5-1
1-231771-003	TWILA ORA WHIPKEY	6/22/2006	Book 86A Page 500	Wetzel	12-5-1
1-231771-004	TONI JO MASON	6/17/2006	Book 86A Page 508	Wetzel	12-5-1
1-231771-005	O E BURGE	3/30/2005	Book 84A Page 496	Wetzel	12-5-1
1-231771-006	ERICA M MASON	4/21/2009	Book 100A Page 690	Wetzel	12-5-1
1-240898-000	GEORGE N YOHO	1/3/1962	Book 353 Page 103	Wetzel & Marshall	12-5-4
1-243374-000	CHARLES W CAIN	3/22/1962	Book 353 Page 248	Marshall	9-21-10, 9-21-10.1
1-243376-000	RHODA MCDOWELL	1/22/1962	Book 354 Page 40	Marshall	9-21-9
1-243378-000	GEORGE N YOHO	2/13/1952	Book 39A Page 482	Wetzel	n/a
1-254976-000	R E L SIMMONS	3/30/1932	Book 228 Page 394	Wetzel	12-5-12
1-254879-000	J D RUSH ET AL	4/26/1962	Book 47A Page 58	Wetzel	12-4-9
1-279370-001	ERICA M MASON	4/21/2009	Book 681 Page 401	Marshall	9-21-22
1-292576-001	BRC APPALACHIAN MINERALS I LLC	8/27/2009	Book 103A Page 320	Wetzel	12-5-1
N/A	COLOMBIA GAS TRANSMISSION (DEED)	6/30/1971	Book 263 Page 164	Wetzel	12-5-2, 12-5-7, 12-5-8
N/A	COLOMBIA GAS TRANSMISSION (DEED)	6/30/1971	Book 263 Page 164	Wetzel	12-5-12
TOTAL ACRES					384.50

Jan Pest
MARSHALL County 09:39:02 AM
Instrument No 1280174
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Book-Page 693-124
Recording Fee \$5.00
Additional \$6.00

EXHIBIT "B"

BOOK 0693 PAGE 0128

Attached to and made part of the Declaration and Notice of Pooled Unit dated January 14, 2010
by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.



Unit Plat

Arthur Waryck Common Pad
Wetzel and Marshall County, WV



1 inch = 1,000 feet

X:\GIS\Land\Eastern Division\Central District\UNIT\Arthur Waryck\Arthur Waryck Exhibit B.mxd 1/14/2010

Date: 1/14/2010
Projection: NAD 1927 UTM Zone 17N

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 14th day of January 2010, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 19th day of January 2010 at 9:39 o'clock P.M.

TESTE: Jan Pest Clerk.